

ARTICLES OF INCORPORATION  
of the  
LOOKOUT MOUNTAIN MINING AND MILLING COMPANY.

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KNOW ALL MEN BY THESE PRESENTS:

That we, W. L. Penney, William A. Boro, Frank Boro, William T. Roach and R. L. Brainard, all of whom are bona fide residents of Shoshone County, State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, AND WE HEREBY CERTIFY:

-I-

The name of this corporation shall be "LOOKOUT MOUNTAIN MINING AND MILLING COMPANY".

-II-

The purposes for which this corporation is formed are: To acquire, hold, own, locate, purchase, operate, rent, improve, use, work, develop, mortgage, hypothecate, sell, convey, lease, bond and dispose of mines and mining claims of every kind and description in the State of Idaho and elsewhere within the United States and its Territories; to acquire, own, locate and use water and water-rights, millsites, timber claims and other easements necessary, convenient or incident to the business of mining and the treatment of ores extracted from said mines and mining claims or for hire; to construct, purchase, lease, own and operate mills, concentrators, boarding houses, hotels, mercantile establishments, dams, flumes, and all other real or personal property and adjuncts necessary or convenient for the successful operation of said mines, mining claims and mills; to mine, work, mill, reduce, treat and sell the product of said mines and mining claims, and to do all other acts and things that may be necessary, convenient or incident to the general business of mining and milling and to exercise the right of eminent domain in the conduct of its mining and milling business.

Also to purchase, own, hold, sell, dispose of, convey or subscribe for the stocks, bonds and debentures of any other corporation or corporations, including its own stocks, bonds, debentures, negotiable personal property, choses in action or securities.

-III-

The principal place of business of this corporation shall be at the City of Kellogg, County of Shoshone, State of Idaho.

-IV-

The term for which this corporation is to exist shall be fifty (50) years from and after the date of its incorporation.

-V-

The number of directors of this corporation shall be five (5) who shall be elected annually and serve for one year or until their successors are elected and qualified.

-VI-

The amount of the capital stock of this corporation shall be Fifteen Thousand (\$15,000.00) Dollars, divided into One Million Five hundred thousand shares (1,500,000) of the par value of One (101) cent per share.

-VII-

The amount of the capital stock of this corporation actually subscribed, and the persons by whom subscribed, are:

W. L. Penney	Ten (10) shares;
William A. Boro	Ten (10) shares;
Frank Boro	Ten (10) shares;
William T. Roach	Ten (10) shares;
R. L. Brainard	Ten (10) shares;

IN WITNESS WHEREOF we have hereunto set our hands and seals this 19th day of May, A. D. 1916.

W. L. Penney	(Seal)
William A. Boro	(Seal)
William T. Roach	(Seal)
Frank Boro	(Seal)
R. L. Brainard	(Seal)

STATE OF IDAHO, COUNTY OF SHOSHONE ) ss:

On this 19th day of May, A. D. 1916, before me, Chas. Weigand, a Notary Public in and for said County and State, personally appeared, W. L. Penney, William A. Boro, Frank Boro, William T. Roach and R. L. Brainard, personally known to me to be the identical persons whose names are subscribed to the foregoing Articles of Incorporation, and each acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year first above written.

(Notarial)  
(Seal)

Chas Weigand  
Notary Public.

ENDORSED: INSTRUMENT NUMBER 40834.  
ARTICLES OF INCORPORATION  
of the  
LOOKOUT MOUNTAIN MINING  
AND MILLING COMPANY.

FILED at the request of L. L.  
Brainard, MAY 22 1916, at 2:30  
o'clock, P. M., Records of Sho-  
shone County, State of Idaho..

L. R. Adams,  
County Recorder.

By Elmer Johnson,  
Deputy Recorder.

Fee 50¢.

STATE OF IDAHO, COUNTY OF SHOSHONE ) ss:

I, L. R. ADAMS, County Recorder in and  
for said County of Shoshone, in the State of  
Idaho,

DO HEREBY CERTIFY that the foregoing is  
a full, true and correct copy of the Articles  
of Incorporation of the LOOKOUT MOUNTAIN MIN-  
ING AND MILLING COMPANY, together with all  
official endorsements thereof, as appears  
after a careful comparison of the same with  
the original Articles of Incorporation of said  
Company, now on file at my office and in my  
custody.

IN TESTIMONY WHEREOF, I herunto set my  
hand and affix my official seal, at  
my office in the City of Wallace,  
Idaho, this twenty-second day of May,  
1916.



*L. R. Adams*  
County Recorder.

LOOKOUT MOUNTAIN MINING & MILLING

COMPANY

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WE HEREBY CERTIFY that a Letter to the Stockholders with a proxy card enclosed was mailed to the stockholders of Lookout Mountain Mining & Milling Co., a corporation organized and existing under and by virtue of the laws of the State of Idaho and licensed to do business in said State and then and now in good standing as to all requirements under Section 30-608 of Volume 5 of the Idaho Code, and maintaining its principal office in Kellogg, Shoshone County, State of Idaho. Said Letter was mailed May 29, 1967 and notifying said stockholders of the need to extend the term of existence of this corporation to perpetual and expressly asking their approval of so doing. Said Letter was sent in accordance with the By-Laws of this corporation and Sub-section 6, Section 30-132 of Volume 5 of the Idaho Code; that a copy of said Letter and proxy card are on file in the record book of this corporation.

That the total issued and outstanding stock of said corporation is 3,000,000 shares, and that shares voted by proxy card in favor of the following resolution offered by Lookout Mountain Mining & Milling Company directors to the Idaho Secretary of State were 2,031,175.

R E S O L U T I O N

BE IT RESOLVED That the amended Articles of this corporation on file in the office of the Secretary of State of Idaho at Boise, Idaho, be amended so that the term of existence of this corporation be extended perpetually.

BE IT FURTHER RESOLVED that the officers be instructed to file three (3) certified copies of these proceedings with the Secretary of State of Idaho pursuant to Section 30-160 of the Idaho Code, and that they take such further action as may be necessary to effect such existence.

WITNESS our hands and the seal of this corporation this  
8th day of June, 1967.

Wendell R. Brainard  
President

ATTEST:

Dorothy P. Brainard  
Secretary

STATE OF IDAHO )  
                  ) ss.  
County of Shoshone )

WENDELL R. BRAINARD and DOROTHY P. BRAINARD, each being duly  
sworn, on their oath, and not one for the other, depose and say:

That they are the President and Secretary, respectively, of  
LOOKOUT MOUNTAIN MINING & MILLING COMPANY, A CORPORATION; that they  
have read the foregoing certificate and know the contents thereof,  
and state that the facts therein stated are true.

Wendell R. Brainard  
President

Dorothy P. Brainard  
Secretary

Subscribed and sworn to before me this 8th day of June, 1967.

[Signature]  
Notary Public in and for the State of  
Idaho, residing at Kellogg, Idaho.  
My commission expires 10/24/70